

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

SUITE 301
WASHINGTON, D.C.

20036

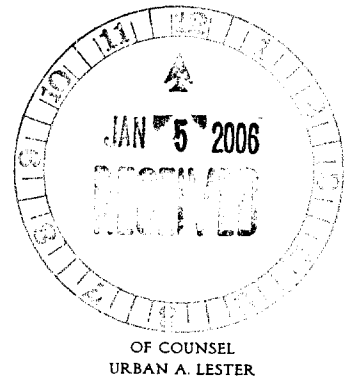
(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

January 4, 2006



Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 19514-H FILED
JAN 05 2006 2:59 PM
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Full Release of Memorandum of Options, Rights of First Refusal and Remarketing Rights, dated as of December 23, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Options, Rights of First Refusal and Remarketing Rights previously filed with the Board under Recordation Number 19514-A.

The names and addresses of the parties to the enclosed document are:

Seller: The David J. Joseph Company
300 Pike Street
Cincinnati, Ohio 45202

Buyer: M&T Credit Services, LLC
One M&T Plaza
Buffalo, New York 14240

Mr. Vernon A. Williams
January 4, 2006
Page 2

A description of the railroad equipment covered by the enclosed document is:

472 railcars: CNW 460500 - CNW 460971.

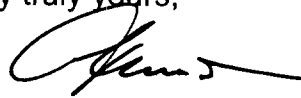
A short summary of the document to appear in the index is:

Full Release of Memorandum of Options, Rights of First Refusal and Remarketing Rights.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

**FULL RELEASE OF
MEMORANDUM OF OPTIONS, RIGHTS OF FIRST REFUSAL
AND REMARKETING RIGHTS**

JUN 05 2006 2:59 PM
SURFACE TRANSPORTATION BOARD

THIS FULL RELEASE OF MEMORANDUM OF OPTIONS, RIGHTS OF FIRST REFUSAL AND REMARKETING RIGHTS (this "Full Release") is given as of this 23rd day of December, 2005, by THE DAVID J. JOSEPH COMPANY (formerly known as Joseph Transportation Services, Inc., formerly known as The David J. Joseph Company) (the "Seller") and M&T CREDIT SERVICES, LLC (successor-by-merger to M&T Credit Corporation, successor-in-interest to Manufacturers and Traders Trust Company, successor-by-merger to Allfirst Bank (f/k/a The First National Bank of Maryland)) (the "Buyer"), witnesseth:

WHEREAS, the Seller, as seller, and The First National Bank of Maryland (predecessor-in-interest to Allfirst Bank, predecessor-by-merger to Manufacturers and Traders Trust Company) ("FNMB"), as buyer, entered into that certain Memorandum of Options, Rights of First Refusal and Remarketing Rights dated as of June 29, 1995 deposited with the Surface Transportation Board (the "STB") on June 29, 1995 under recordation number 19514-A relating to covered hopper railcars described in Schedule 1 attached thereto (collectively, the "Equipment"). FNBM assigned its obligations under such Memorandum of Options, Rights of First Refusal and Remarketing Rights (as so assigned, the "Memorandum") to M&T Credit Corporation (predecessor-by-merger to M&T Credit Services, LLC) pursuant to the Assignment Agreement and the Acceptance and Assumption Agreement, each dated as of July 7, 2003 and each by and between Manufacturers and Traders Trust Company, as assignor, and M&T Credit Corporation, as assignee, which assignment was memorialized by filing a Memorandum of Assignment dated as of July 7, 2003 with the STB on September 16, 2003 under recordation number 19514-E.

WHEREAS, the Seller and the Buyer, as successor buyer, desire to fully release the lien against all of the Equipment created by or arising out of the Memorandum.

NOW, THEREFORE, in consideration of the premises contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto submit the following:

1. The Seller and the Buyer hereby fully release the lien against all of the Equipment created by or arising out of the Memorandum.
2. This Full Release shall be deposited with the STB so as to record the Seller's and the Buyer's full release of the lien against all of the Equipment constituted by the Memorandum.


[SIGNATURES APPEAR ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, the Seller and the Buyer have caused this Full Release to be duly executed under seal as of the date first above written.

WITNESS:

THE DAVID J. JOSEPH COMPANY

Angelo D. Watts

By:  (SEAL)
Name: Everett W. Martin
Title: Asst. Secretary

M&T CREDIT SERVICES, LLC

By: _____ (SEAL)
Mohannad F. Jishi
Administrative Vice President

IN WITNESS WHEREOF, the Seller and the Buyer have caused this Full Release to be duly executed under seal as of the date first above written.

WITNESS:

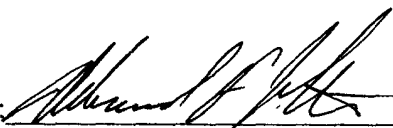
THE DAVID J. JOSEPH COMPANY

By: _____ (SEAL)

Name:

Title:

M&T CREDIT SERVICES, LLC

By:  (SEAL)

Mohannad F. Jishi

Administrative Vice President

STATE OF Ohio, CITY/COUNTY OF HAMILTON, TO WIT:

On this 28th day of December, 2005 before me personally appeared Everett N. Martin, to me personally known, who being by me duly sworn, says that s/he is the Asst. Secretary of THE DAVID J. JOSEPH COMPANY, that said instrument was signed on behalf of said corporation, by authority of its Board of Directors, and that s/he acknowledged that the execution of the foregoing instruments was the free act and deed of said corporation.

IN WITNESS WHEREOF I have set my hand and seal.

Angela Denise Watts
Notary Public

(SEAL)

My Commission Expires:

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.03 O.R.C.

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this ___ day of December, 2005 before me personally appeared Mohannad F. Jishi, to me personally known, who being by me duly sworn, says that he is the Administrative Vice President of M&T CREDIT SERVICES, LLC, that said instrument was signed on behalf of said limited liability company, by authority of its Board of Directors, and that he acknowledged that the execution of the foregoing instruments was the free act and deed of said limited liability company.

IN WITNESS WHEREOF I have set my hand and seal.

Notary Public

(SEAL)

My Commission Expires:

STATE OF _____, CITY/COUNTY OF _____, TO WIT:

On this ____ day of December, 2005 before me personally appeared _____, to me personally known, who being by me duly sworn, says that s/he is the _____ of THE DAVID J. JOSEPH COMPANY, that said instrument was signed on behalf of said corporation, by authority of its Board of Directors, and that s/he acknowledged that the execution of the foregoing instruments was the free act and deed of said corporation.

IN WITNESS WHEREOF I have set my hand and seal.

Notary Public

(SEAL)

My Commission Expires:

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this 22nd day of December, 2005 before me personally appeared Mohannad F. Jishi, to me personally known, who being by me duly sworn, says that he is the Administrative Vice President of M&T CREDIT SERVICES, LLC, that said instrument was signed on behalf of said limited liability company, by authority of its Board of Directors, and that he acknowledged that the execution of the foregoing instruments was the free act and deed of said limited liability company.

IN WITNESS WHEREOF I have set my hand and seal.

Diane Klasmeyer
Notary Public

(SEAL)

My Commission Expires:

Diane Klasmeyer
Notary Public, A.A. Co., MD
My Commission Expires 7-14-08